



The Commonwealth of Massachusetts
Executive Office of Health and Human Services
Department of Public Health
Bureau of Health Care Safety and Quality
Medical Use of Marijuana Program
99 Chauncy Street, 11th Floor, Boston, MA 02111

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Governor

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Lieutenant Governor

MARYLOU SUDDERS
Secretary

MONICA BHAREL, MD, MPH
Commissioner

Tel: 617-660-5370
www.mass.gov/medicalmarijuana

MANAGEMENT AND OPERATIONS PROFILE
Request for a Certificate to Registration to
Operate a Registered Marijuana Dispensary

INSTRUCTIONS

This application form is to be completed by a non-profit corporation that wishes to apply for a Certificate of Registration to operate a Registered Marijuana Dispensary ("RMD") in Massachusetts, and has been invited by the Department of Public Health (the "Department") to submit a *Management and Operations Profile*.

Once invited by the Department to submit a *Management and Operations Profile*, the applicant must submit the *Management and Operations Profile* within 45 days from the date of the invitation letter, or the applicant must submit a new *Application of Intent* and fee.

If invited by the Department to submit a *Management and Operations Profile* for more than one proposed RMD, you must submit a separate *Management and Operations Profile*, attachments, and application fee for each proposed RMD. Please identify each application of multiple applications by designating it as Application 1, 2 or 3 in the header of each application page. Please note that no executive, member, or any entity owned or controlled by such an executive or member, may directly or indirectly control more than three RMDs.

However, even if submitting a *Management and Operations Profile* for more than one RMD, an applicant need only submit one background check packet, including authorization forms for all required individuals, and fee associated with the background checks.

Unless indicated otherwise, all responses must be typed into the application forms. Handwritten responses will not be accepted. Please note that character limits include spaces.

Attachments should be labelled or marked so as to identify the question to which it relates.

Each submitted application must be a complete, collated response, printed single-sided, and secured with a binder clip (no ring binders, spiral binding, staples, or folders).

Mail or hand-deliver the *Management and Operations Profile*, with all required attachments, the \$30,000 application fee, and completed Remittance Form to:

Department of Public Health
Medical Use of Marijuana Program
RMD Applications
99 Chauncy Street, 11th Floor
Boston, MA 02111

All fees are non-refundable and non-transferable.

REVIEW

Applications are reviewed in the order they are received.

After a completed application packet and fee is received by the Department, the Department will review the information and will contact the applicant if clarifications/updates to the submitted application materials are needed. The Department will notify the applicant whether they have met the standards necessary to be invited to submit a *Siting Profile*.

PROVISIONAL CERTIFICATE OF REGISTRATION

Applicants have one year from the date of the submission of the *Management and Operations Profile* to receive a Provisional Certificate of Registration. If an applicant does not receive a Provisional Certificate of Registration after one year, the applicant must submit a new *Application of Intent* and fee.

REGULATIONS

For complete information regarding registration of an RMD, please refer to 105 CMR 725.100.

It is the applicant's responsibility to ensure that all responses are consistent with the requirements of 105 CMR 725.000, et seq., and any requirements specified by the Department, as applicable.

PUBLIC RECORDS

Please note that all application responses, including all attachments, will be subject to release pursuant to a public records request, as redacted pursuant to the requirements at M.G.L. c. 4, § 7(26).

QUESTIONS

If additional information is needed regarding the RMD application process, please contact the Medical Use of Marijuana Program at 617-660-5370 or RMDapplication@state.ma.us.

CHECKLIST

The forms and documents listed below must accompany each application, and be submitted as outlined above:

- ☒ A fully and properly completed *Management and Operations Profile*, signed by an authorized signatory of the applicant non-profit corporation (the "Corporation")
- ☒ A copy of the Corporation's *Articles of Incorporation*
- ☒ A copy of the Corporation's *Certificate of Good Standing* from the Massachusetts Secretary of State
- ☒ A copy of the Corporation's bylaws
- ☒ An *Employment and Education* form (use template provided) for each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations
- ☒ A bank or cashier's check made payable to the *Commonwealth of Massachusetts* for \$30,000
- ☒ A completed *Remittance Form* (use template provided)
- ☒ A sealed envelope with the name of the Corporation and marked "authorization forms," that contains the background check authorization forms (use forms provided) and fee, for each of the following actors:
 - Chief Executive Officer; Chief Operating Officer; Chief Financial Officer; individual/entity responsible for marijuana for medical use cultivation operations; individual/entity responsible for the RMD security plan and security operations; each member of the Board of Directors; each Member of the Corporation, if any; and each person and entity known to date that is committed to contributing 5% or more of initial capital to operate the proposed RMD. For entities contributing initial capital to operate the proposed RMD, authorizations forms must be completed and signed by the entity's Chief Executive Officer/Executive Director and President/Chair of the Board of Directors.

MA Dept of Public Health
99 Cranney Street
Boston, MA 02111

SEP 25 2015

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SECTION A. APPLICANT INFORMATION

1. MASS ALTERNATIVE CARE, INC.
Legal name of Corporation
[REDACTED]
2. [REDACTED]
Name of Corporation's Chief Executive Officer
[REDACTED]
3. [REDACTED]
Address of Corporation (Street, City/Town, Zip Code)
[REDACTED]
4. [REDACTED]
Applicant point of contact (name of person Department of Public Health should contact regarding this application)
[REDACTED]
5. [REDACTED]
Applicant point of contact's telephone number
[REDACTED]
6. [REDACTED]
Applicant point of contact's e-mail address
[REDACTED]
7. Number of applications: How many *Management and Operations Profiles* do you intend to submit?
3

SECTION B. INCORPORATION

8. Attach a copy of the corporation's *Articles of Incorporation*, documenting that the applicant is a non-profit entity incorporated in Massachusetts.
9. Attach a copy of the corporation's *Certificate of Good Standing* from the Massachusetts Secretary of State.
10. Attach a copy of the corporation's bylaws.

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99 Chauncy Street
Boston, MA 02111

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SECTION C. NON-PROFIT COMPLIANCE

Answer each of the questions below to explain how the Corporation will remain in compliance with the non-profit requirements of Ch. 369 of the Acts of 2012, the regulations at 105 CMR 725.000, and "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance." Please refer to the "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance" document in completing this form.

11. Please identify any management company that the applicant intends to utilize and summarize the terms of any agreement or contract, executed or proposed, with the management company.

MAC has entered into a 10-year Consulting and Cultivation Services Agreement with MJardin Massachusetts, LLC to further our nonprofit purposes. For an upfront fee of \$10,000, MJardin provides license application support and consultation on the design and construction of our efficient cultivation facility. Once operational, MJardin will manage all aspects of medical cannabis cultivation and harvest. These services are provided to MAC using proprietary Standard Operating Procedures and other Intellectual Property to maximize the efficiency of MAC's cultivation operation. The contracted fee for these services is \$160 per pound of finished cannabis flower produced and MJardin is reimbursed for ordinary and necessary expenses related to performing these operations. MJardin's management and consulting fees are competitive for the services rendered.

12. Please identify any agreements or contracts, executed or proposed, in which the applicant will engage in a Related Party Transaction and summarize the terms of each such agreement.

MAC has agreed to terms of a lease of its premises with DVRV Commercial Properties. It is a 5 year absolute net lease for \$9.75/sqft pursuant to MAC's approval for a provisional certificate to operate an RMD.

13. Please identify whether any members of the Board of Directors are also serving as employees of the proposed RMD and, if so, their title and role with the proposed RMD.

[REDACTED] a member of MAC's Board of Directors and President, also serves as Chief Executive Officer and will manage the day to day operations with the other members of MAC's executive team.

14. Please identify whether any members of the Board of Directors are serving as officials, executives, corporate members or board members for any management company, investor or other third party proposed to contract or otherwise conduct business with the proposed RMD.

[REDACTED] are corporate members of DKRV Commercial Properties, the entity leasing a site to MAC.

15. Please identify any contract or agreement, executed or proposed, under which a percentage or portion of the applicant's revenue will be distributed to a third party and summarize the terms of any such agreement or contract.

MAC has entered into an application, training, and consulting agreement with 4Front Advisors, LLC which will further our nonprofit purposes through ongoing consulting support on regulatory compliance and operational best practices. The contract includes a variable fee of no more than 5% of our gross revenue for ongoing license of Intellectual Property and related services during the operational phase. The contract requires reimbursement for ordinary and necessary business expenses related to the contract. These terms are consistent with 4Front Advisors' commercial terms throughout the country.

The applicant agrees and attests that it will operate in compliance with all applicable state laws and regulations, including, but not limited to, laws regarding child support and taxation, as well as the "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance."

9/25/2015


Signature of Authorized Signatory

Date Signed

Print Name of Authorized Signatory

CHIEF EXECUTIVE OFFICER

Title of Authorized Signatory

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: 

SECTION D. EXPERIENCE

16. Attach an *Employment and Education* form (use template provided) for each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations.
17. Describe the experience, and length of experience, of the Corporation's Chief Executive Officer, Chief Operations Officer, and Chief Financial Officer with running a non-profit organization or business.

██████████ worked for the National Hockey League for 37 years, 28 as an on-ice official and 9 years as an Officiating Manager. In the course of his on-ice career he served on the National Hockey League Officials Association Executive Board for 23 years, the longest serving board member in the history of the NHL. To date, he is the only member to be elected to every executive position and the first American elected President. Kevin also started the Western New England Officials School in 1975. It operated as the first and only hockey official's school in the US for 20 years.

His NHL Officials Association Executive positions and duties:

1. President (5yrs) - Provided strategic leadership for the association by working closely with the executive board members.
2. Executive VP (5yrs) - Reported directly to the President. Organized strategies for future negotiations. Oversaw contributions to charities and members' hardships.
3. Vice President (6yrs) - Managed members and addressed their personal issues. Ensured the association accomplished its goals.
4. Treasurer (4yrs) - Ensured the financial records were recorded and available. Submitted annual Financial Reports to the membership for approval. Reported to the board concerns and assessments of fiscal health.
5. Secretary (3yrs) - Ensured board meetings were effectively organized and recorded for administration clarification. Retrieved relevant documentations when needed.

In 1996, ██████████ the creator and key negotiator in starting a 401k plan for the NHL through Mass Mutual Ins. Co. The plan was so well received by the NHL that they adopted it for their entire New York office (approx. 300 employees).

In addition to running a successful law practice and medical marijuana dispensary, COO, ██████████ created Harvesting Hope, a 501(c)3 charity in July 2014 for families dealing with pediatric epilepsy. Harvesting Hope establishes relationships with pediatric epilepsy experts to provide affected children and their families with educational information, discounted treatment and care, access to medical specialists, and free medication. ██████████ recently transitioned from Executive Director, remaining on the Board, after securing a commitment from a doctor treating a number of children with cannabis therapies to assume the role. To date, Harvesting Hope has assisted over fifty families and is constantly searching for new ways to expand. Once MAC is granted a license, Harvesting Hope will expand its reach to Massachusetts to help local families get the medical attention and resources they need.

MAC's ██████████ has worked in the healthcare industry for over 20 years as an entrepreneur and business leader in the dental field. In the course of his career, he has acted as COO and CEO. In his last role, he managed a company with a budget of \$38m+, led more than 300 employees, and was responsible for over 32 individual dental offices.

18. Describe the experience, and length of experience, of the Corporation's Chief Executive Officer, Chief Operations Officer, and Chief Financial Officer with providing health care services.

CEO [REDACTED] has worked in the healthcare industry for over 20 years as an entrepreneur and business leader in the dental field. In the course of his career, he has acted as COO and CEO. He has created significant shareholder value and navigated successful exits from each of the companies. In his last role, he managed a company with a budget of \$38M, led more than 300 employees, and was responsible for over 32 individual dental offices. Vincent started, partnered or acted in a C-Suite role in three dental groups:

- Start-up, CEO: Owned and operated 6 offices in Massachusetts and Connecticut, \$5m revenue
- Great Expressions, Northeast Regional Vice President: Company grew from 40 to 90 offices and from \$48 to \$100m in 4 years
- DDP, COO/Partner: Owned and operated 32 offices in 3 states, \$38m revenue. Ranked #14 on the 2014 INC 500 list of fastest growing private companies – growth of 12,896%.

[REDACTED] has worked in all areas of medical business operations, including marketing, insurance billing, HR and legal, as well as business and medical compliance, including OSCHA and HIPAA. Vincent has also managed large-scale employee trainings, including customized training packages for each employee experience level, on-the-job instruction, and ongoing testing and evaluations. He has also been responsible for the creation, introduction and monitoring of employee policies, procedures and protocols. These protocols have helped create a flawless record ensuring adherence to HIPAA guidelines and highly effective patient care.

In each of the above companies, [REDACTED] was part of a leadership team that served hundreds to thousands of patients a week. [REDACTED] experience with [REDACTED] has included working to support the operational needs of hundreds of doctors and medical staff. [REDACTED] prioritizes patient satisfaction and has implemented satisfaction surveys over the years. He believes the operational aspect of a medical facility should adapt to and serve patient needs, and he has utilized the results of these surveys to continuously better the delivery of care.

[REDACTED] also the founder and leader of Dental Management Innovations, LLC, which provides outsourced C-Suite services to dental groups. The company develops strategic plans, operational systems and infrastructure to support office growth for clients nationally and internationally. [REDACTED] also a speaker at national conferences as an operations and operational finance expert.

The dental industry is ideally parallel to the medical marijuana industry in that both provide ongoing care to their patients, serving them routinely over months or years. Both industries require discretion, privacy, and well-trained clinical teams that provide excellent patient care. Based on his 20 years of experience in the medical field, Vincent has a proven track record leading large teams and maintaining high levels of operational efficiency, clinical excellence and financial prudence.

19. Describe the experience, and length of experience, of the Corporation's Chief Executive Officer, Chief Operations Officer, and Chief Financial Officer with providing services for marijuana for medical purposes.

Mass Alternative Care is comprised of the country's top performing cultivation and dispensary operations consultants, teamed with a renowned COO, Steven White, specializing in the field of medical marijuana and its applications for patients with debilitating medical conditions.

He has established himself and his company, Harvest of Tempe, in Tempe, Arizona as a leading example of how a medical marijuana patient experience should be defined. Designated as an expert in extraction methodologies, he provides MAC first-hand experience dealing with the ailments patients are afflicted by through the use of properly aligned medical cannabis strains.

Harvest of Tempe's 1,300 square feet dispensary, with 17 full-time and 9 part-time employees, is located in Tempe, Arizona and has seen more than 16,000 unique patients to date, with total revenues over \$13,000,000.

The associated 15,000 square feet cultivation and production facility, with 11 full-time and 4 part-time employees, cultivates cannabis, manufactures a line of infused products, maintains an extraction and refining lab used to transform all usable parts of the plants into oil, and designs medicines for specific individuals and conditions.

He also oversees an additional 5,000 square feet cultivation facility, with four full-time employees and one part-time employee, in Camp Verde, Arizona.

██████████ has conducted initial employee training, served as store manager and patient advisor, ██████████ a speaker for the National Cannabis Industry Association and is regularly invited to speak at events sponsored by organizations serving patients with qualifying conditions.

Under ██████████ direction, Harvest of Tempe has been recognized on multiple platforms for various accomplishments. At the only dispensary awards program in Arizona, Harvest of Tempe won best dispensary, 1st and 2nd place in the hybrid flower category (with only two strains submitted), best edible (Bhang Chocolate Ice Bar), and Steven White personally won an Industry Advocacy Award. Harvest of Tempe was been recognized as the Best Dispensary in the Valley by Phoenix Magazine in the 2014 and 2015 "Best of the Valley" awards. Additionally, the New Times awarded the Flagstaff's grow facility Best Hybrid for producing Blue Dream in 2014, and the New Times awarded Harvest of Tempe the best dispensary in Arizona for 2015. Harvest is 1 of 7 dispensaries in the country that have achieved Americans for Safe Access's Patient Focused Certification, and is the only in Arizona.

In over three years of Harvest's operating history, ██████████ has managed to avoid significant security events at all his facilities.

20. Describe the experience, and length of experience, of the Corporation's individual/entity responsible for marijuana for medical use cultivation operations and individual/entity responsible for the RMD security plan and security operations with providing services for marijuana for medical purposes.

We have engaged MJardin, a national medical marijuana management team since 2010, to oversee our medical use cultivation operations. MJardin manages over 600,000 square feet of marijuana cultivation space across 28 facilities in Arizona, Colorado and Nevada producing several metric tons of medical cannabis flower products every year. MJardin currently staffs an elite 150-person team of collegiate trained agriculturalists who place special emphasis on consumer safety, regulatory compliance, and meeting patient demand for medicinal products. MJardin possesses over one hundred medicinal strains for the treatment of various medical conditions.

MJardin has a proven track record and zero violations regarding compliance, adherence to local, state, national, and other regulatory bodies governing marijuana production. MJardin has continually worked to educate and train enforcement officers, state Senators, state Representatives, safety officials, and lawmakers on consumer safety, general cultivation processes, seed to sale tracking, and compliance in both already operating states, and states inquiring to establish their own medical marijuana model.

Our security plan advisor, Canna Security America (CSA) is the leading comprehensive security solutions provider catering to businesses in the licensed cannabis industry. CSA was started in 2009, after its founder participated on the rule making committee in the Colorado Department of Revenue and helped formulate the security regulations for medical marijuana in that state. CSA consultants design site-specific electronic video surveillance, access control, and perimeter security systems. Installations have been completed at over 400 facilities across multiple states, all achieving a 100% licensing compliance rating.

CSA will advise our Chief Security Officer [REDACTED] who will be overseeing all aspects of our security effort. He has been recognized for his involvement in developing exceptional safety and security plans for the gaming industry, financial institutions, educational facilities, and healthcare organizations over the past 15 years. In 2013, he worked extensively with the Hard Rock Corporation in his role as Chief of Police as they planned to build a casino in West Springfield. This included working with executives on a site plan featuring secure armored truck traffic, designing surveillance systems, and planning a fully integrated police sub-station on the grounds of the casino.

We have engaged Cebula Electronics Corporation which designs, supplies and maintains the largest integrated systems in Western Massachusetts to source and install our integrated security system. Cebula is the only UL registered alarm service company with its own wireless high security alarm reporting network in Western Massachusetts. Prominent local clients include Providence Hospital Campus, Baystate Medical Center Corporate Offices Building, and Bayer Pharmaceutical-Deerfield Urethane factory.

SECTION E. OPERATIONS

21. Provide a summary of the RMD's operating procedures for the cultivation of marijuana for medical use.

MJardin's staff is educated and experienced with the requirements for USDA certified organic producers, handlers, and processors of organic products, and will fully comply with all requirements, including but not limited to: Organic production and handling system plans, prohibited and allowed substances, methods, and ingredients, pesticide usage, and recordkeeping. The staff will update the cultivation documents and Organic System Plan (OSP) to reflect any procedural changes made in the production and handling of medicinal cannabis products through the Commonwealth of Massachusetts or the USDA mediated changes in requirements. Additionally, MJardin will enact copyrighted standard operating procedures, employee bylaws, a company handbook, and cultivation manual. The OSP is a component of the company's Cultivation Manual. It outlines how the company's cultivation plan satisfies the requirements for USDA certified organic production and handling. The OSP and Cultivation plan include information regarding: descriptions of processes, production inputs, monitoring practices, recordkeeping systems, Integrated Pest Management protocols, sanitation, consumer and staff safety training, and any other information deemed relevant for full compliance with the Commonwealth of Massachusetts medical marijuana program, and USDA certified organic producers and handlers.

All records and forms required for organic production will be maintained on site by the cultivation manager, and will be made available upon request. These records include information on practices, procedures, and inputs used. They will be maintained to provide sufficient up to date information and will remain on site for a minimum of 5 years.

MJardin utilizes safe, organic pesticides, laboratory testing, and compliance audits to ensure cultivation procedures are met. The company specializes in the use of organic pest and disease management to create the safest possible end product. These management strategies focus on the integration of biological controls for the reduction or elimination of pesticide residue on plant products and the judicious use of safe organic pesticide products. Laboratory testing for potency, residual solvents, and pathogens ensures that no foreign chemicals or pathogens have entered the cultivation operation spontaneously. Lastly, the MJardin Auditing Department ensures the adherence to production standards and laws. Integrated pest management strategies contained in the cultivation manual will be followed by the cultivation manager, and regularly inspected by the auditing staff for adherence to its principles.

MJardin utilizes the most efficient greenhouse technologies for the cultivation of medicinal marijuana for the RMD. In return, this helps minimize the usage of organic fertilizer, water, electrical and gas sources, pesticide applications, labor, overhead costs, and pass-through costs to patients while maximizing space utilization.

22. Describe the types and forms of Marijuana Infused Products ("MIPs") that the RMD intends to produce, if any.

Utilizing extracts in a medical marijuana regiment is the best way to ensure accurate and consistent dosing. Cannabis concentrates are highly effective and provide long lasting relief. Concentrates can be used in a syringe, capsule or can be used to produce a variety of Marijuana Infused Products ("MIPs"), such as tinctures, lozenges, edibles, and more.

Our goal is to provide consistent and safe Marijuana Infused Products for both the producer and the consumer, including:

- Beverages - 12 oz all-natural juice and tea beverages infused with cannabis oil.
- Tinctures - 1 oz bottle of cannabis-oil-infused agave base tincture with 1 ml dropper application for accurate and consistent dosing.
- Sub-lingual Sprays - 9 ml bottle of cannabis oil, agave and natural flavor. Atomizer spray top provides accurate and consistent dosing for sublingual application.
- Vape Pen Oil Cartridges - Extracted cannabis oil that is lab tested for purity and accurate cannabinoid profile packaged in a cartridge ready to use in an electronic vaporizer.
- Topicals - Cannabis infused topical lotion
- Infused Edibles - Chocolate Bars, Cookies, Brownies, Mints, Capsules, Gumdrops.

Each chocolate bar will be comprised of 4 segments that can be easily broken apart. Bars come in 3 different dosages of THC (single = 50 mg, double = 100 mg, triple = 200 mg) and different flavor profiles, such as Dark Chocolate, Milk Chocolate, Fire Chocolate, Cookies & Cream, Ice Chocolate, and Cherries & Cream Chocolate.

23. Provide a summary of the RMD's methods of producing MIPs, if the RMD intends to produce MIPs.

We plan on utilizing traditional sieved extraction methods, both dry and water-assisted, as well as safe and environmentally friendly CO2 supercritical fluid extraction (SFE). Sifted extracts involve mechanical separation of the trichomes from the plant material. The trichomes contain the essential oils and cannabinoids of the plant. Once separated from the raw botanical material, the trichomes can then be used for vaporization and further processing into infused products and edibles. Ultimately, these extracts will be used to produce safe and desirable products, including hashish, oils, ointments, tinctures, sublingual sprays, medicated gelcaps, and food products of consistent dose and cannabinoid profile.

All products, including marijuana-infused baked goods, capsules, tinctures and topical treatments, will be prepared in a processing facility that complies with the Good Manufacturing Practices for Food and food handlers, as well as the Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements. MAC will ensure that all processing of the leaves and flowers of the female marijuana plant will take place in a safe and sanitary manner. The leaves and flowers used for processing will be well cured, free of seeds, stems, dirt, sand, debris, and other foreign matter. In order to ensure sanitary conditions and prevent contamination, MAC intends to construct multiple MIP processing areas.

29. Provide a summary of the RMD's operating procedures for quality control and testing of product for potential contaminants.

All marijuana cultivated by MAC will be tested for contaminants as specified by DPH, including but not limited to molds (ultraviolet light and high powered microscope inspection), residual insecticides, and fungicides (both through chromatographic analysis). Cannabinoid profiles (THC/THC-A/THC-V/CBN/CBD/CBD-A) using HPLC (High Performance Liquid Chromatography) will also be tested. All testing will be conducted by an independent laboratory that has all required accreditations and at a frequency as required by DPH. MAC will maintain the results of all testing for no less than one year. MAC intends to execute a contractual arrangement with a laboratory for the purposes of testing marijuana upon notice of provisional registration.

MAC has established detailed policies and procedures for responding to any results indicating contamination, including methods of contaminated product destruction and contamination source assessment. MAC will use best practices to limit contamination, including but not limited to mold, fungus, bacterial diseases, rot, pests, non-organic pesticides, mildew, and any other contaminant identified as posing potential harm.

Using a sophisticated bar coding and tracking system, all end user product will track back to a production lot. In the unlikely event of contamination or residual ballast, insecticide or fungicide level deemed unacceptable by third party standards, the entire lot can easily be identified and disposed of in a legal and safe manner.

30. Provide a summary of the RMD's operating procedures for maintaining confidentiality of registered qualifying patients, personal caregivers, and dispensary agents, as required by law.

MAC will implement recordkeeping policies and procedures to ensure that records are maintained as required in any section of 725.000.

MAC will use BioTrack THC – an encrypted, secure electronic patient database that is strictly controlled and continually backed up to store required patient records.

A patient record will be established and maintained for each qualifying patient who obtains marijuana from the dispensary. All entries made to the qualifying patient record will be dated and signed electronically by the authorized dispensary agent making the entry, and will include the dispensary agent registry identification number. An entry within the patient record will be made to reflect each purchase, denial of sale, and educational materials provided.

MAC will manually access and consult with the DPH web-based system. Verification and updates of information to the system will occur during the patient check-in and/or sales process.

All systems accessed by dispensary agents will be password protected. Each authorized dispensary agent will be assigned a unique code that will be used as their electronic signature. A record will be kept of all logins and records created or edited during that login time. Any paper documents that require retention will be stored in a locked cabinet with access limited to the Patient Services Manager and General Manager. Any hard-copy information not stored will be shredded and disposed of in a secure receptacle.

31. Provide a summary of the RMD's personnel policies.

MAC has a highly developed set of policies to ensure employees have clarity as to what is expected of them and what they can expect from us.

Every employee will receive a detailed Employee Handbook (EHB) covering: alcohol, smoke, and drug-free workplace; immediate dismissal for dispensary agents who divert marijuana or engage in unsafe practices; reporting these infractions to law enforcement and/or DPH; safety and security policies; complying with FMLA, COBRA, EEO, Non-Discrimination, Anti-Harassment, ERISA; HIPAA; e-mail policy; 105 CMR 725.000 et. seq.; business and working hours; wages and benefits; employment categories; performance reviews; disciplinary procedures; veteran preferences; CORI checks; and compliance hotline.

MAC employees will complete extensive operations and compliance training specific to 105 CMR 725.000 et. seq. MAC will maintain worker's compensation insurance for all employees.

MAC will comply with both Massachusetts and Federal requirements for workplace posting.

33. Provide a summary of the RMD's operating procedures for record keeping.

In compliance with section 725.000, MAC will maintain records of:

- Operating procedures – security measures, employee security policies, storage of marijuana, recordkeeping and inventory protocols, plans for staffing and quality control, emergency procedures, drug-free workplace policies, patient education description, pricing standards and procedures, production and distribution policies and procedures – as required by 725.105(A).
- Inventory records as required by 725.105(G).
- Seed-to-sale tracking records for all marijuana and MIPs as required in 725.105(G)(5).
- Personnel records – job descriptions, a personnel record for each dispensary agent that includes a copy of the dispensary agent application submitted to DPH, performance evaluations, documentation of all required training and verification of reference, a staffing plan, personnel policies and procedures, and all CORI reports obtained – in accordance with 725.030 (C).
- Business records including assets and liabilities, monetary transactions, books of account, sales records, and salary and wage information.
- Waste disposal records as required by 725.105(J)(5).
- Purchases, denials of sale, and any delivery options using BioTrackTHC – an encrypted, secure electronic patient database that is strictly controlled and continually backed up.

Any paper documents that require retention will be stored in a locked cabinet with limited access, or will be shredded and disposed of in a secure receptacle.

34. Provide a summary of the RMD's plans for providing patient education.

MAC will ensure the availability of an adequate supply of up-to-date educational materials. These materials will be available in languages accessible to all patients we serve, as well as for the visually and hearing-impaired. These materials will be made available for inspection by DPH upon request.

Each patient and caregiver who registers for membership at MAC will receive his or her own copy of our Patient Handbook (PH). The contents of the PH will be reviewed in detail with every patient during the patient orientation and registration process. The PH contains a wide variety of topics to educate patients about MAC, including: all required warnings as required by DPH; information to assist in the selection of marijuana, including effects of various strains of marijuana, as well as various forms and routes of administration; tools for tracking strains and their associated effects; information describing the impact of potency and its role in determining proper dosages and titrations for different routes of administration; a discussion of tolerance, dependence, and withdrawal; facts regarding substance abuse signs and symptoms, as well as referral information for substance abuse treatment programs; a statement that registered qualifying patients may not distribute marijuana to any other individual, and that they must return unused, excess, or contaminated product to the selling RMD, for disposal; and any other information required by DPH.

36. Provide a summary of the RMD's policies and procedures for the provision of marijuana for medical use to registered qualifying patients with verified financial hardship without charge or at less than the

MAC plans to provide free and reduced cost marijuana on a sliding scale to patients with verified documented financial hardship.

To be considered for the program, patients must be residents of the dispensary's county or an adjacent county and must complete a Compassion Program Registration Form used to determine patient eligibility using standards established by DPH.

The following guidelines will be used to make this determination: (A) Is the patient a recipient of MassHealth? If yes, 1 point. (B) Is the patient a recipient of Supplemental Security Income? If yes, 1 point. (C) Is the patient's annual gross household income less than 150% of the federal poverty level for the current year? If yes, 2 points. (D) Is the patient's annual gross household income between 151% and 300% of the federal poverty level for the current year? If yes, 1 point. Any single patient is eligible for up to 4 points.

We have established the following schedule as the baseline for discount: 4 points = 20% discount / 3 points = 15% discount / 2 points = 10% discount / 1 point = 5% discount.

Based on commitments to both meeting the needs of our patients with these demonstrated financial hardships and to preventing the diversion of discounted medicine, we will limit the volume of medicine that can be obtained at a discount to 1 oz. per month. Special consideration will be given to each patient's medication schedule and preferred method of consumption.

37. Provide a summary of the training(s) that the RMD intends to provide to Dispensary Agents.

All employees go through Orientation Training, Safety Training, and Medical Training, irrespective of department. Upon completion of those modules, employees then complete their respective departmental training programs that cover all of the policies, procedures, knowledge, and skills required to operate effectively and in full compliance within the respective departments.

MAC's Orientation training module includes such topics as:

- Review of the Patient Handbook
- Review of the Employee Handbook
- Review of the Safety Handbook
- Legal Training
- Tour of the dispensary facilities and introductions to fellow staff
- Injury & Illness Prevention Program

Safety Training includes acceptable currency identification and counterfeit detection, warning signs of possible diversion to the illegal market, lock and alarm procedures, perimeter and entrance control, robbery response techniques, conflict resolution techniques, and diversion detection techniques.

Medical Training includes:

- HIPAA
- Rights of and sensitivity toward disabled individuals
- Medical Marijuana Risks & Benefits
- How to provide support to patients and caregivers related to the assessment of symptoms
- Cannabis Use Patterns & the Detection of Dependence
- How to effectively refuse medical marijuana to patients who appear impaired or abusing marijuana.

At a minimum staff will receive 8 hours of ongoing training each year, but generally much more.

38. Will the Corporation provide worker's compensation coverage to the RMD's Dispensary Agents?

Yes ☒ No ☐

39. Will the Corporation obtain professional and commercial insurance coverage?

Yes ☒ No ☐

40. Describe the Corporation's plan to obtain liability insurance or place in escrow the required amount to be expended for coverage of liabilities.

Our plans to comply with the liability insurance requirements are as follows:

We will secure the required general liability limits of \$1,000,000 per occurrence and \$2,000,000 aggregate from one of the insurance carriers licensed to provide this coverage in Massachusetts. This coverage will be acquired from the insurance carrier that provides the best combination of competitive premiums and financial strength, preferably with an A rating. The James River and Kinsdale insurance companies have been identified as viable markets for our business. We will be acquiring broad form coverage including products liability insurance for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, with a liability policy deductible of less than \$5,000 per occurrence.

We will also endeavor to purchase up to an additional \$5,000,000 in excess umbrella liability from a carrier licensed to provide this coverage in Massachusetts. This will provide an extra layer of liability insurance protection ensuring our business is adequately protected and can remain a strong viable entity in the event of an occurrence requiring liability insurance protection.


In addition to the liability insurance, we plan on carrying sufficient insurance on all owned property, including crop coverage.

Another very important coverage we plan on carrying is Business Income coverage which will allow us to remain an economically strong operating entity in the event of a significant occurrence.

SECTION F. CAPITAL CONTRIBUTORS

List all persons and entities known to date that are committed to contributing 5% or more of initial capital to operate the proposed RMD. For entities contributing initial capital to operate the proposed RMD, list the entity's Chief Executive Officer/Executive Director and President/Chair of the Board of Directors.

Attach additional tables if needed.

| Individual Name | Amount of Initial Capital Committed | Percentage of Initial Capital Committed |
|---|-------------------------------------|---|
|  | \$ 1,893,772.17 | 100 |
| | \$ | |
| | \$ | |
| | \$ | |
| | \$ | |

| Entity Name | Leadership Names | Amount of Initial Capital Committed | Percentage of Initial Capital Committed |
|-------------|---|-------------------------------------|---|
| | Entity CEO/ED: Entity President/Chair: | \$ | |
| | Entity CEO/ED: Entity President/Chair: | \$ | |
| | Entity CEO/ED: Entity President/Chair: | \$ | |
| | Entity CEO/ED: Entity President/Chair: | \$ | |
| | Entity CEO/ED: Entity President/Chair: | \$ | |

Application 1 of 3

Applicant Non-Profit Corporation MASS ALTERNATIVE CARE, INC.


ATTESTATIONS

Signed under the pains and penalties of perjury, I, the authorized signatory of the non-profit applicant corporation, agree and attest that all information included in this application is complete and accurate and that I have an ongoing obligation to submit updated information to the Department if the information presented within this application has changed.


09/25/2015

Date Signed

Signature of Authorized Signatory


Print Name of Authorized Signatory

CHIEF EXECUTIVE OFFICER

Title of Authorized Signatory

I hereby attest that if the corporation is allowed to proceed to submit a *Siting Profile*, the corporation is prepared to comply with all *Siting Profile* requirements.


09/25/2015

Date Signed


Print Name of Authorized Signatory

CHIEF EXECUTIVE OFFICER

Title of Authorized Signatory

Information on this page has been reviewed by the applicant where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here 

Section B

Incorporation

Attached:

Articles of Incorporation

Certificate of Good Standing

Bylaws

The Commonwealth of Massachusetts

Examiner

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION (General Laws, Chapter 180)

Name
Approved

ARTICLE I

The exact name of the corporation is:

BAYSTATE COMPASSION CENTER, INC.

ARTICLE II

The purpose of the corporation is to engage in the following activities:

To promote and support activities for the treatment of debilitating medical conditions including cancer, glaucoma, AIDS, hepatitis, Parkinson's disease, multiple sclerosis and other conditions which impair the health and well-being of individuals;

To produce educational materials and provide public information regarding the effective treatment of debilitating medical conditions;

To encourage agriculture and horticulture; and

To engage in any other civic, educational, charitable or benevolent activity permitted under the provisions of Chapter 180 of the General Laws of the Commonwealth.

C ☐
P ☐
M ☐
R.A. ☐

P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

Initially the corporation will have no members. The corporation may add non-voting members as set forth in the By-Laws.

ARTICLE IV

**Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

See Article IV attached hereto and made a part hereof.

ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

***If there are no provisions, state "None".*

Note: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

BAYSTATE COMPASSION CENTER, INC.**ARTICLE IV**

The Corporation may have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed; provided that no such power shall be exercised in a manner inconsistent with Chapter 180 of the Massachusetts General Laws.

In addition to the powers granted to the Corporation by Chapter 180 of the Massachusetts General Laws, the Corporation shall have and may exercise in furtherance of its corporate purposes the powers specified in Sections 9A and Section 9B of Massachusetts General Laws Chapter 156B.

No officer or director shall be personally liable to the corporation for monetary damages for any breach of fiduciary duty by such officer or director as an officer or director notwithstanding any provision of law imposing such liability, except that, to the extent provided by applicable law, this provision shall not eliminate or limit the liability of an officer or director (i) for breach of the officer's or director's duty of loyalty to the corporation (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or (iii) for any transaction from which the officer or director derived an improper personal benefit. No amendment or repeal of this provision shall deprive an officer or director of the benefit hereof with respect to any act or omission occurring prior to such amendment or repeal.

The Corporation may voluntarily close its affairs or authorize its dissolution in accordance with Chapter 180 §11A of the Massachusetts General Laws.

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is:

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

| | NAME | RESIDENTIAL ADDRESS | POST OFFICE ADDRESS |
|------------|--|---------------------|---------------------|
| President: | See Article VII b. attached hereto and made a part hereof. | | |

Treasurer:

Clerk:

Directors:
(or officers
having the
powers of
directors)

c. The fiscal year of the corporation shall end on the last day of the month of: December.

d. The name and business address of the resident agent, if any, of the corporation is:

I/we, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/we do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and

of June, 20 13.

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

BAYSTATE COMPASSION CENTER, INC.

ARTICLE VII (b)

| OFFICERS | | | |
|------------|---------------------|---------------------|---------------------|
| Title | Name | Residential Address | Post Office Address |
| President: | | | Same |
| Treasurer: | | | Same |
| Clerk | | | Same |
| DIRECTORS | | | |
| Name | Residential Address | | Post Office Address |
| | | | Same |
| | | | Same |
| | | | Same |
| | | | Same |
| | | | Same |

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are

deemed to have been filed with me on:

June 05, 2013 09:32 AM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive, flowing style with a large initial 'W' and 'G'.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

IDENTIFICATION

no. _____
Filing Fee: \$15.00

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth

One Ashburton Place, Room 1717, Boston, Massachusetts 02108-1512

ARTICLES OF AMENDMENT
(General Laws, Chapter 180, Section 7)

Examiner

Name
Approved

Wet [REDACTED], *President / *Vice President
XXXXXXXXXX

and _____, *Clerk / *Assistant Clerk,
XXXXXXXXXX

of Baystate Compassion Center, Inc.
(Exact name of corporation)

located at [REDACTED]
(Address of corporation in Massachusetts)

do hereby certify that these Articles of Amendment affecting articles numbered:

1
(Number those articles 1, 2, 3, and/or 4 being amended)

of the Articles of Organization were duly adopted at a meeting held on May 8, 20 15, by vote of:

members, all directors, or shareholders,

- ☐ Being at least two-thirds of its members legally qualified to vote in meetings of the corporation; OR
- ☒ Being at least two-thirds of its directors where there are no members pursuant to General Laws, Chapter 180, Section 3; OR
- ☐ In the case of a corporation having capital stock, by the holders of at least two-thirds of the capital stock having the right to vote therein.

C ☐
P ☐
M ☐
R.A. ☐

VOTED: That the name of this Corporation be changed to:
Mass Alternative Care, Inc.

*Delete the inapplicable words.

**Check only one box that applies.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

P.C.

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 180, Section 7 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty* days after such filing, in which event the amendment will become effective on such later date.

Later effective date: _____

SIGNED UNDER THE PENALTIES OF PERJURY, this 8th day of May, 2015

~~President~~

~~Secretary~~

**Delete the inapplicable words.*

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

May 12, 2015 01:48 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, stylized initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



The Commonwealth of Massachusetts
William Francis Galvin

No Fee

Secretary of the Commonwealth, Corporations Division
 One Ashburton Place, 17th floor
 Boston, MA 02108-1512
 Telephone: (617) 727-9640

Certificate of Change of Directors or Officers of Non-Profit Corporations

(General Laws, Chapter 180, Section 6D)

Identification Number: 001108802

I, HEATHER ANDRESEN ☒ Clerk ☐ Assistant Clerk,

of MASS ALTERNATIVE CARE, INC.

certify that pursuant to General Laws, Chapter 180, Section 6D, a change in the directors and/or the president, treasurer and/or clerk of said corporation has been made and that the name, residential street address, and expiration of term of the president, treasurer, clerk and each director are as follows: *(Please provide the name and residential street address of the assistant clerk if he/she is executing this certificate of change. Also, include the names of any additional officers of the corporation.)*

| Title | Individual Name | Address (no PO Box) Address, City or Town, State, Zip Code | Expiration of Term |
|-----------|-----------------|---|-----------------------|
| PRESIDENT | | | Next Annual Meeting |
| TREASURER | | | Next Annual Meeting |
| CLERK | | | Next Annual Meeting |
| DIRECTOR | | | Next Annual Meeting |
| DIRECTOR | | | Next Annual Meeting |
| DIRECTOR | | | Next Annual Meeting |
| DIRECTOR | | | Next Annual Meeting |
| DIRECTOR | | | Next Annual Meeting |

is 17 Day of September, 2015,



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

Date: July 01, 2015

To Whom It May Concern :

I hereby certify that according to the records of this office,
MASS ALTERNATIVE CARE, INC.

is a domestic corporation organized on **June 05, 2013**

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 180 section 26 A, for revocation of the charter of said corporation; that the State Secretary has not received notice of dissolution of the corporation pursuant to Massachusetts General Laws, Chapter 180, Section 11, 11A, or 11B; that said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 15074092110

Verify this Certificate at: <http://corp.sec.state.ma.us/CorpWeb/Certificates/Verify.aspx>

Processed by: smc

**BY-LAWS
OF
MASS ALTERNATIVE CARE, INC.**

Section 1.
NAME, PURPOSE, LOCATION,
CORPORATE SEAL AND FISCAL YEAR

1.1 Name and Purpose.

The name and purpose of the Corporation shall be set forth in the articles of organization, as amended.

1.2 Location.

The principal office of the Corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the articles of organization of the Corporation. The directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

1.3 Corporation Seal.

The directors may adopt and alter the seal of the Corporation.

1.4 Fiscal Year.

The fiscal year of the Corporation shall, unless otherwise decided by the directors, end on the last day of December, in each year.

Section 2.
VOTING MEMBERS

2.1 There shall be no voting members of the Corporation.

Section 3.
NONVOTING MEMBERS

3.1 There may be a class of nonvoting members, hereinafter referred to as nonvoting members, or such other term as the Directors may designate from time to time, who shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities except as may be specifically delegated to them by the Directors. The Directors may designate certain persons or groups of persons as nonvoting members from time to time, and the Directors may confer upon nonvoting members such powers, rights or responsibilities, individually or in groups, as they deem necessary or appropriate.

Section 4.
BOARD OF DIRECTORS

4.1 Powers.

The affairs of the Corporation shall be managed by the directors who shall have and may exercise all of the powers of the Corporation, except as provided by law, the articles of organization or by these by-laws.

4.2 Number; Qualifications; Election.

The directors annually at their annual meeting shall fix the number of directors, which shall be no less than three (3) and no more than ten (10) and they shall elect the number of directors so fixed. At any special or regular meeting, the directors then in office may increase the number of directors and elect new directors to complete the number so fixed, or they may decrease the number of directors, but only to eliminate vacancies existing by reason of the death, resignation, removal or disqualification of one or more directors. Each annual meeting shall take place on the first Monday that is also a business day following registration or re-registration of the Corporation pursuant to 105 CMR 725.001 *et seq.*

4.3 Tenure.

The Directors shall serve terms of approximately one (1) year until the next annual meeting.

4.4 Committees.

The Board of Directors may create one or more committees (including but not limited to an executive committee) and appoint members of the Board of Directors to serve on them for such particular purposes as may be deemed necessary or desirable to enhance or assist the directors in carrying out their duties and furthering the purposes of the Corporation. The creation of a committee and appointment of members to it must be approved by a majority of all the Directors in office when the action is taken. Any committee so appointed shall have such powers and authority as are explicitly delegated by the Board of Directors. Each such committee of Directors shall be comprised of two (2) or more directors.

4.5 Suspension or Removal.

A director may be suspended or removed with or without cause by vote of a majority of the directors then in office. A director may be removed only after reasonable notice and opportunity to be heard.

4.6 Resignation.

A director may resign by delivering his written resignation to the president, treasurer or clerk of the Corporation, to a meeting of the directors, or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

4.7 Vacancies.

Any vacancy in the board of directors including a vacancy resulting from enlargement may be filled by the directors. Each successor shall hold office for the unexpired term or until he dies, resigns, is removed or becomes disqualified. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

4.8 Regular Meetings.

The board shall hold an annual meeting and may hold additional regular meetings of the directors at such times as the directors may determine.

4.9 Special Meetings.

Special meetings of the directors may be held at any time and at any place when called by the chairman of the board of directors (or if there be no such chairman, the president), or by three (3) or more directors.

4.10 Call or Notice.

(a) Regular Meetings. No call or notice shall be required for regular meetings of directors, provided that reasonable notice: (i) of the first regular meeting following the determination by the directors of the times and places for regular meetings shall be given to absent members; (ii) specifying the purposes of a regular meeting shall be given to each director if either contacts or transactions of the Corporation with interested persons or amendments to these by-laws are to be considered at the meeting; and (iii) shall be given as otherwise required by law, the articles of organization or these by-laws.

(b) Special Meetings. Reasonable notice of the time and place of special meetings of the directors shall be given to each director. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the articles of organization or these by-laws or unless there is to be considered at the meeting: (i) contacts or transactions of the Corporation with interested persons; (ii) amendments to these by-laws or to the articles of organization of the Corporation; (iii) an increase or decrease in the number of directors; or (iv) removal or suspension of a director.

(c) Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a director to send notice by overnight mail at least forty-eight hours or by telegram at least twenty-four hours before the meeting addressed to him at his usual or last known business or residence address or to give notice to him in person or by telephone or e-mail at least twenty-four hours before the meeting.

(d) Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by him (or his attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

4.11 Quorum.

At any meeting of the directors a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

4.12 Action by Vote.

When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the articles of organization or these by-laws.

4.13 Action by Writing.

Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

4.14 Presence Through Communication Equipment.

Unless otherwise provided by law or the Articles of Organization, Directors may participate in any meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

4.15 Compensation.

Directors shall not be prohibited from receiving a reasonable stipend for services rendered in the capacities as board members, including the payment of money or any other form of in-kind compensation, and members of the board of directors shall be reimbursed by the Corporation for actual expenses incurred by them in their capacities as board members provided that the reimbursement of such expenses is approved in advance by the board of directors or an appropriate committee of the board of directors.

Section 5.
OFFICERS AND AGENTS

5.1 Number and Qualification.

The officers of the Corporation shall be a president, who shall also serve as chairman of the board of directors, a treasurer, a clerk, and such other officers, if any, as the directors may determine, including one or more vice-presidents. The Corporation may also have such agents and employees, if any, as the directors may appoint. An officer may but need not be a director or member. The clerk shall be a resident of Massachusetts unless the Corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. If required by the directors, any officer shall give the Corporation a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

5.2 Election.

The president, vice-president, if any, treasurer and clerk shall be elected annually by the directors at their annual meeting. Other officers, if any, may be elected by the directors at any time.

5.3 Tenure.

Each of the president, vice-president, if any, treasurer and clerk shall hold office until the annual meeting of the directors following the annual meeting at which he was elected and until his successor is chosen and qualified, and each other officer shall hold office until the annual meeting of the directors following the annual meeting at which he was elected unless a shorter period shall have been specified by the terms of his election or appointment, or in each case until he dies, resigns, is removed or becomes disqualified. Each agent shall retain his authority at the pleasure of the directors.

5.4 Chairman of the Board of Directors.

The chairman of the board of directors shall preside at all meetings of the directors, except as the directors shall otherwise determine, and shall have such other powers and duties as may be determined by the directors. The vice-chairman of the board of directors, if any, shall have and may exercise all the powers and duties of the chairman in his absence or in the event of his inability to act, and he shall have such other powers and duties as may be determined by the directors.

5.5 President and Vice-President.

The president shall be the chief executive officer of the corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the Corporation. The president shall preside at all meetings of the members, if any, and, if no chairman of the board of directors is elected, at all meetings of the directors, except as the members or directors otherwise determine.

The vice-president or vice-presidents, if any, shall have such duties and powers as the directors shall determine. The vice-president, or first vice-president if there are more than one, shall have and may exercise all the powers and duties of the president during the absence of the president or in the event of his inability to act.

5.6 Treasurer and Assistant Treasurer.

The Treasurer shall be the chief financial officer and the chief accounting officer of the corporation. He shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He shall have such other duties and powers as designated by the directors or the president. He shall also be in charge of its books of account and accounting records, and of its accounting procedures.

Any Assistant Treasurer shall have such powers as the Directors may from time to time designate. In the absence of the Treasurer, the Assistant Treasurer shall perform the duties of the Treasurer.

5.7 Clerk and Assistant Clerk.

The clerk shall record and maintain records of all proceedings of the members and directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the Corporation or at the office of its clerk or of its resident agent and shall be open at all reasonable times to the inspection of any member. Such book or books shall also contain records of all meetings of incorporators and the original or attested copies of the articles of organization and by-laws and names of all members and directors and the address of each. If the clerk is absent from any meeting of members or directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

Any Assistant Clerk shall have such powers as the Directors may from time to time designate. In the absence of the Clerk, the Assistant Clerk shall perform the duties of the Clerk.

5.8 Suspension or Removal.

An officer may be suspended or removed with or without cause by vote of a majority of directors then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

5.9 Resignation.

An officer may resign by delivering his written resignation to the president, treasurer or clerk of the Corporation, to a meeting of the members or directors, or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

5.10 Vacancies.

If the office of any officer becomes vacant, the directors may elect a successor. Each such successor shall hold office for the unexpired term, and in the case of the president, treasurer and clerk until his successor is elected and qualified, or in each case until he dies, resigns, is removed or becomes disqualified.

5.11 Compensation.

Officers may receive a reasonable stipend for their services as officers, and officers may also receive such amount for expenses of attendance at meetings as the directors may from time to time determine. Officers shall not be precluded from serving the Corporation in any other capacity and receiving compensation for any such services.

Section 6 EXECUTION OF PAPERS

6.1 Except as the directors may generally or in particular cases authorize the execution thereof in some manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the president, by the treasurer or by the executive director.

6.2 Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by two of its officers, of whom one is the president or a vice-president and the other is a treasurer or an assistant treasurer, shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the articles of organization, by-laws, resolutions or votes of the Corporation.

Section 7 PERSONAL LIABILITY

7.1 The directors and officer of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

Section 8. INDEMNIFICATION

8.1 The Corporation shall, to the extent legally permissible, indemnify each of its directors, officers, employees and other agents (including persons who serve at its request as directors, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil

or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been such a director, officer, employee or agent, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by such director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the directors then in office; or (b) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation; or (c) by a majority of the disinterested members entitled to vote, voting as a single class. Expenses including counsel fees, reasonably incurred by any such director, officer, trustee, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if he shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "director", "officer", "employee", and "agent" include their respective heirs, executors and administrators, and an "interested" director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

Section 9

PROHIBITED ACTIVITIES

9.1 The Corporation shall not participate or intervene directly or indirectly in any political campaign on behalf of or in opposition to any candidate for public office.

9.2 No substantial part of the activities of the Corporation shall be attempting to influence legislation by propaganda or otherwise, or contacting, or urging the public to contact, members of a legislative body for the purpose of proposing, supporting or opposing legislation.

Section 10

CONFLICT OF INTEREST AND ETHICAL PRACTICES

10.1 Conflict of Interest. If any officer, or member of the Board of Directors, or any other Committee appointed by the Board, has a present financial interest in any contract or transaction involving the corporation, such individual shall not participate in the evaluation or approval of such contract or transaction. Such individual must disclose such conflict to the Corporation. Upon such disclosure being made, the contract or transaction shall not be voidable if the Board of Directors or Committee in good faith authorized the contract or transaction by the affirmative vote of the majority of the disinterested Directors the Board of Directors present at the meeting, provided a quorum is present, or if the votes of the disinterested Directors are insufficient to constitute an act of the Board of Directors or Committee by the unanimous vote of

the disinterested Directors, provided the contract or transaction is fair to the Corporation at the time it is authorized.

10.2 Ethical Practices. The Board of Directors may adopt a written code of conduct and ethical practices for the Corporation which may contain the requirement that each officer, member of the Board of Directors or other Committees, and each key employee of the Corporation annually agree in writing to abide by such code.

Section 11

ADMINISTRATIVE, FISCAL AND LEGAL MATTERS

11.1 Bonding. Corporate fidelity bonds may be obtained at the expense of the Corporation in a form and amount as may be required by the Board of Directors, indemnifying the Corporation against losses resulting from infidelity, defalcation, or misappropriation by officers, employees, or agents of funds, property, or assets owned by or under the control of the Corporation.

11.2 Audit Schedule. The Board of Directors may select an independent certified public accountant to audit the books and financial records of the Corporation. After completing the audit with respect to a particular year, the auditor shall submit an audit report to the Board of Directors.

11.3 Contracts. All contracts not in the ordinary course of the affairs of the Corporation, shall be examined and approved for form by the Board of Directors or by a Committee appointed by the Board of Directors for such purpose, prior to execution. Unless otherwise directed by the Board of Directors, all written contracts shall be executed on behalf of the Corporation by the President or the Treasurer and a Vice Chair.

Section 12.

GENDER

12.1 The use of the masculine herein shall also refer to the feminine, unless otherwise expressly provided, and the use of the singular herein shall also refer to the plural, unless the context otherwise requires.

Section 13.

AMENDMENTS

13.1 These By-laws may be amended or repealed in whole or in part at any annual or special meeting of the Board of Directors where two-thirds of the Board of Directors are present and voting, such amendments shall be by a vote of a majority of the members of the Board of Directors present and voting at any such meeting. Notice of a proposed amendment or repeal of these by-laws in whole or in part shall be mailed to all Directors at least seven (7) days prior to the date of any such meeting.

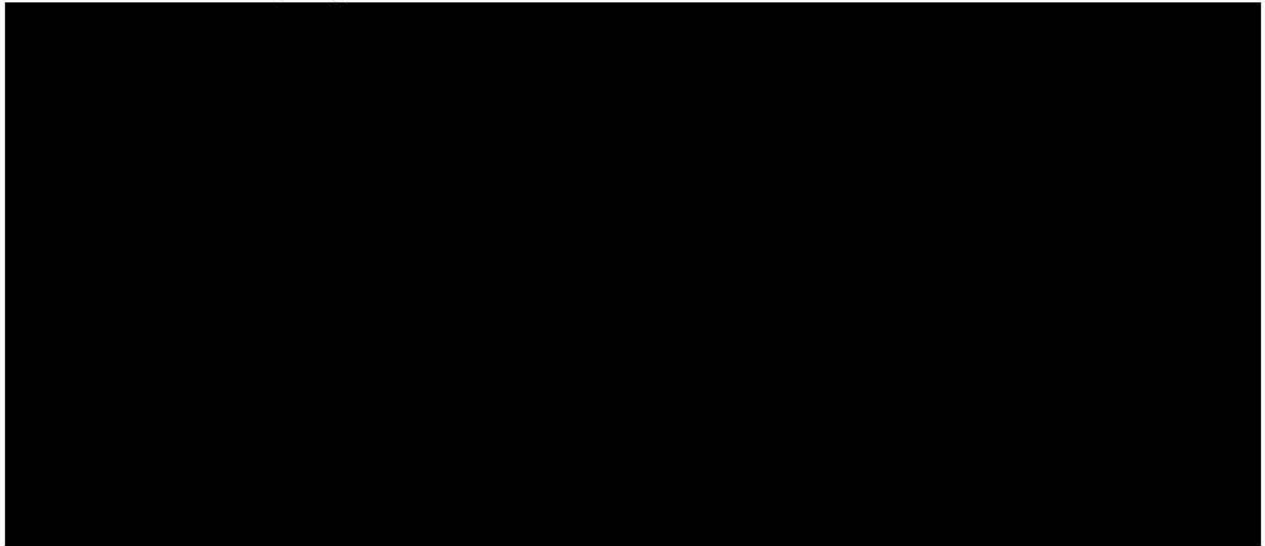
Section 14.
ADVISORY BOARD

14.I In the event the Corporation is registered pursuant to 105 CMR 725.001 *et seq.*, the Corporation may appoint an advisory board to advise the Corporation on legal, regulatory, financial and patient issues. Members of any such advisory board should include, if possible, an attorney, physician, accountant and a director or officer of a local not-for-profit public health organization. The members of each advisory board, if any, shall be named at each annual meeting.

Section D

Experience

Attached Employment and Education Forms:



Applicant Non-Profit Corporation _____

SECTION D. EMPLOYMENT AND EDUCATION FORM

This Employment and Education form must be completed and signed by each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations. Submit one Employment and Education form for each of the above individuals when submitting a *Management and Operations Profile* to the Department of Public Health.

Name

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Title (at applicant non-profit corporation)

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| Chief Executive Officer |
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Name of Applicant Non-Profit Corporation

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|-----------------------------|
| MASS ALTERNATIVE CARE, INC. |
|-----------------------------|

Highest Education Attained – Institution, Degree, and Year

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|---|
| American International College, Bachelors of Arts - Economics, 1972 |
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Applicant Non-Profit Corporation _____

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

| Employer | Title | Time Period |
|---|-------------------------|------------------|
| Mass Alternative Care, Inc. (formerly Baystate Compassion Center, Inc.) | Chief Executive Officer | 6/2013 - Present |
| National Hockey League | Officiating Manager | 9/2004 - 1/2014 |
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Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete

09/15/2015

Date Signed

Applicant Non-Profit Corporation _____

SECTION D. EMPLOYMENT AND EDUCATION FORM

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Name**Residential Address****Title (at applicant non-profit corporation)**

Chief Financial Officer

Name of Applicant Non-Profit Corporation

MASS ALTERNATIVE CARE, INC.

Highest Education Attained – Institution, Degree, and Year

University of Connecticut, Executive Degree in Managed Care, 2000
Clarkson University, Masters of Business Administration, 1994

Applicant Non-Profit Corporation _____

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

| Employer | Title | Time Period |
|------------------------------------|-------------------------|--------------------|
| Dental Management Innovations, LLC | Chief Executive Officer | 11/2013 - Present |
| Dynamic Dental Partners Group | Chief Operating Officer | 1/2011 - 10/2013 |
| Wellphoria, Inc. | President | 1/2010 - 1/2013 |
| Knightville Ventures, Inc. | Chief Executive Officer | 9/2008 - 12/2009 |
| Great Expressions Dental Centers | Regional Vice President | 1/2005 - 9/2007 |
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Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete and accurate.



09/15/2015

Date Signed

Applicant Non-Profit Corporation _____

SECTION D. EMPLOYMENT AND EDUCATION FORM

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Name

Professional Title

**Title (at applicant non-profit corporation)**

Chief Operating Officer

Name of Applicant Non-Profit Corporation

MASS ALTERNATIVE CARE, INC.

Highest Education Attained – Institution, Degree, and Year

Washington Lee University School of Law, Juris Doctorate, 1999

Applicant Non-Profit Corporation _____

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

| Employer | Title | Time Period |
|---|-------------------------|-------------------|
| Verde Dispensary, Inc. dba Harvest of Tempe | Chief Executive Officer | 8/2011 - Present |
| White Berberian, PLC | Founding Partner | 11/2008 - Present |
| Harvesting Hope, Inc. | Executive Director | 4/2014 - 7/2015 |
| Giberti White Berberian, PLC | Founding Partner | 9/2007 - 11/2008 |
| Giberti & White, PLC | Founding Partner | 8/2005 - 9/2007 |
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Signature _____, I agree and attest that all information included in this form is complete

Signature _____

9/11/15
Date Signed

Applicant Non-Profit Corporation _____

SECTION D. EMPLOYMENT AND EDUCATION FORM

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Name

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Title (at applicant non-profit corporation)

Cultivation Operations Contractor

Name of Applicant Non-Profit Corporation

MASS ALTERNATIVE CARE, INC.

Highest Education Attained – Institution, Degree, and Year

University of Colorado School of Law, Juris Doctorate, 2003

Applicant Non-Profit Corporation _____

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

| Employer | Title | Time Period |
|---------------------------------------|-------------------------|------------------|
| MJardin Management Massachusetts, LLC | Managing Director | 3/2015 - Present |
| MJAR Holdings, LLC | Chief Executive Officer | 6/2014 - Present |
| MJardin Management, LLC | Managing Director | 1/2013 - Present |
| Brilla Group | Chief Operating Officer | 2/2008 - 3/2013 |
| Islandia Resorts, Ltd. | General Counsel | 10/2006 - 1/2008 |
| Nationwide Land Holdings Group | Corporate Counsel | 7/2005 - 10/2006 |

Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete and accurate.

Signature _____

09/15/2015

Date Signed

Applicant Non-Profit Corporation _____

SECTION D. EMPLOYMENT AND EDUCATION FORM

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Name**Residential Address****Title (at applicant non-profit corporation)**

Chief Security Officer

Name of Applicant Non-Profit Corporation

MASS ALTERNATIVE CARE, INC.

Highest Education Attained – Institution, Degree, and Year

Western New England College, Masters of Science - Criminal Justice Administration, 1999

Applicant Non-Profit Corporation _____

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

| Employer | Title | Time Period |
|------------------------------------|-----------------|------------------|
| West Springfield Police Department | Chief of Police | 4/2012 - Present |
| West Springfield Police Department | Captain | 9/1999 - 4/2012 |
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I hereby attest that all information included in this form is complete

09/15/2015

Date Signed

Applicant Non-Profit Corporation _____

SECTION D. EMPLOYMENT AND EDUCATION FORM

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Name**Title (at applicant non-profit corporation)**

Security Contractor

Name of Applicant Non-Profit Corporation

MASS ALTERNATIVE CARE, INC.

Highest Education Attained – Institution, Degree, and Year

Springfield Technical Community College, Associates Degree, 2015

Applicant Non-Profit Corporation _____

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

| Employer | Title | Time Period |
|--------------------------------|-----------|----------------|
| Cebula Electronics Corporation | President | 1983 - Present |
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Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete and accurate.

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09/15/2015

Date Signed